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*Counsel for Compass Financial Partners LLC and  
Compass USA SPE LLC*

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

CCM PATHFINDER POMPAÑO BAY, )	
LLC )	Case No: 08 Civ. 5297 (JSR)
)	
Plaintiff, )	
)	
-against- )	<b>SUPPLEMENTAL DECLARATION OF</b>
)	<b>GABRIEL WEAVER IN SUPPORT OF</b>
COMPASS FINANCIAL PARTNERS )	<b>COMPASS'S MOTION FOR TRANSFER</b>
LLC and COMPASS USA SPE LLC, )	<b>OF VENUE TO UNITED STATES</b>
)	<b>DISTRICT COURT FOR THE DISTRICT</b>
Defendants. )	<b>OF NEVADA</b>

I, Gabriel Weaver, declare as follows:

1. I am duly licensed to practice law in the States of New York and California, and in the United States District Court, Southern District of New York. I am an associate with the law firm of Milbank, Tweed, Hadley & McCloy LLP, ("Milbank"), counsel for Compass USA SPE LLC, and its servicer, Compass Financial Partners LLC (together, "Compass"). I submit this supplemental declaration in support of Compass's Motion for Transfer of Venue to United States District Court for the District of Nevada. I have personal knowledge of the facts stated in this declaration and, if called upon to do so, would testify competently thereto at trial.



2. Attached hereto as Exhibit 1 is a true and correct copy of a spreadsheet Pathfinder provided to Compass, listing the dates it received assignments of beneficial interests from Direct Lenders in each of the loans at issue.

3. Attached hereto as Exhibit 2 are true and correct copies of proofs of claim filed in Bankruptcy Court for the District of Nevada Case No. BK-S-06-10725 (LBR), by "ALAN SIMON & CAROL SIMON TTEES OF THE SIMON FAMILY TRUST 2000" and "LARRY APIGIAN & LEONA APIGIAN HWJTWROS."

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 21st day of July, 2008 in Los Angeles, California.

A handwritten signature in black ink, appearing to read "Gabriel Weaver", is written over a horizontal line.

Gabriel Weaver



## **Exhibit 1**



Name_Index	Investment1	Closing Date		
<b>April 10, '07</b>			Bay Pompano	
Bolino	\$75,000	12/21/2006 *		
Dickinson	\$100,000	12/21/2006 *		
Magrisi and Dickinson	\$50,000	12/21/2006 *		
Dietzman	\$50,000	12/21/2006 *		
Eichhorn	\$100,000	12/21/2006 *		
Hamm	\$50,000	12/21/06		
Hayward	\$100,000	12/21/2006 *		
Quinn	\$50,000	12/21/06		
Samuels	\$100,000	12/21/2006 *		
Sapourn Legacy	\$150,000	12/21/2006 *		
Sargent	\$50,000	12/21/2006 *		
First Savings	\$50,000	12/21/2006 *		
Vivero	\$50,000	12/21/2006 *		
Cady	\$100,000	12/29/06		
Cecil	\$50,000	12/29/06		
Dean	\$50,000	12/29/06		
Harding	\$50,000	12/29/06		
Kovacs	\$100,000	12/29/06		
Labadia	\$50,000	12/29/06		
LeMar	\$50,000	12/29/06		
Nogaim	\$50,000	12/29/06		
First Savings	\$50,000	1/9/07		
AIG Limited/Alves	\$100,000	1/12/07		
Barbells	\$50,000	1/12/07		
Chelew	\$100,000	1/12/07		
Sierra West	\$50,000	1/12/07		
Herdman	\$50,000	1/12/07		
Markwell	\$50,000	1/12/07		
Sterling	\$50,000	1/12/07		
Addy	\$50,000	1/16/07		
Casebolt	\$50,000	1/16/07		
Goehner	\$65,000	1/16/07		
Goldman	\$100,000	1/16/07		
Melvin	\$100,000	1/16/07		
Shope	\$50,000	1/16/07		
Sigmen	\$200,000	1/16/07		



Wahl		\$60,000	1/16/07			
Flannery		\$50,000	1/22/07	Bay Pompano		
Gladstone-Katz		\$150,000	1/22/07			
Brening		\$50,000	1/29/07			
Christ		\$50,000	1/29/07			
Godfrey		\$100,000	1/29/07			
Woldorsky		\$150,000	1/29/07			
Jellison		\$50,000	2/16/07			
Di Meo		\$50,000	2/23/07			
Archer		\$50,000	3/9/07			
Busse		\$75,000	3/9/07			
Eyre		\$50,000	3/9/07			
Fine		\$50,000	3/9/07			
Goldenthal		\$100,000	3/9/07			
Guptail		\$50,000	3/9/07			
Trepp		\$90,000	3/9/07			
Rothberg		\$100,000	3/12/07			
Vrbancic		\$50,000	3/12/07			
Ayers		\$50,000	3/15/07			
Halseth		\$200,000	3/15/07			
Lamph		\$370,000	3/30/07			
<b>May 8, '07</b>						
Kohler		\$100,000	4/16/07			
Jenkins		\$200,000	5/8/07			
<b>June 11, '07</b>						
Jenkins		\$75,000	5/10/07			
Cadwallader		\$50,000	5/10/07			
Martineau		\$50,000	5/16/07			
Singer		\$50,000	6/12/07			
<b>July 16, '07</b>						
Bay 370 Vreeland		\$50,000	6/12/07			
Bay 387 Zavosh		\$50,000	6/12/07			
Bay 94 DeHart/Hooks		\$100,000	6/14/07			
Bay 39 Bonfiglio		\$100,000	6/20/07			
Bay 205 Kreykes		\$100,000	6/20/07			
Bay 165 Harshman		\$100,000	6/20/07			
Bay 82 Dahlke		\$50,000	6/20/07			
Bay 372 Wade		\$50,000	6/22/07			



Bay 90 S & P Davis	\$100,000	6/26/07			
Bay 207 Jester LP	\$50,000	7/2/07	Bay Pompano		
Bay 348 K TaylorGo	\$100,000	7/2/07			
Bay 347 Taylor IRA	\$85,000	7/6/07			
Bay 360 Tuffanelli	\$50,000	7/6/07			
<b>Oct. 4, '07</b>					
Wara	\$200,000	10/2/07			
Bay 85 Davis	\$50,000	10/29/07			
Bay 87 Davis	\$50,000	10/29/07			
Bay 385 Yegen	\$50,000	10/29/07			
<b>May 13, '08</b>					
Bay 317 - Schneider	\$50,000	10/29/07			
<b>Total:</b>	<b>\$6,445,000</b>				
<b>*Purchased from Debt Acquisition of America</b>					



Gramercy Ct

Name Index	Invest Amt	Closing Date
<b>June 11, '07</b>		
Alves	\$ 50,000	5/23/07
Simmtext	100,000	5/23/07
First Savings of DeMaine	50,000	5/23/07
Deull	50,000	5/23/07
Gittelman	50,000	5/23/07
Hecker/Rosenfield	50,000	5/23/07
Huppi	50,000	5/23/07
Leaf	50,000	5/23/07
Lundin	100,000	5/23/07
First Savings of McLaws	55,000	5/23/07
Mehler	75,000	5/23/07
Shah	50,000	5/23/07
Thompson	200,000	5/23/07
Tepp	100,000	5/23/07
Wright	50,000	5/23/07
Yonai	50,000	5/23/07
Postigo	85,000	5/25/07
Campbell	100,000	5/29/07
Lenk	50,000	5/30/07
Apigian	50,000	6/8/07
Fuller	50,000	6/8/07
Molitch (Marilyn and Matthew)	50,000	6/8/07
Robbins	75,000	6/8/07
Stein	50,000	6/8/07
Dehart/Hooks	75,000	6/13/07
Dunton	50,000	6/13/07
Marshall	50,000	6/13/07
Sailon	50,000	6/13/07
Schultz	50,000	6/13/07
Simon	50,000	6/13/07
Sparks	50,000	6/13/07
Eames	50,000	6/14/07
Still	50,000	6/14/07
Stimpson	50,000	6/14/07
Kostechko	100,000	6/19/07
Bonofiglio	100,000	6/20/07
Denny	72,000	6/20/07
Gehle	50,000	6/20/07
Miller	50,000	6/20/07
Rogers	60,000	6/20/07
Trepp	50,000	6/20/07
Ezra	75,000	7/2/07
Corley	75,000	7/2/07
<b>July 16, '07 Update</b>		
Salvatore Capodici & Mary Capodici	\$ 100,000	7/2/07
First Savings Bank Custodian For Ellis L. Elgart IRA	50,000	7/2/07
George Minar & Virginia Minar	50,000	7/2/07
Bunny C. Vreeland	50,000	7/2/07



Gramercy Ct

Eugene W. Cady & Sandra L. Cady	275,000	7/10/07
First Savings Bank Custodian For Howard Molitch IRA	68,000	7/10/07
Celso Acosta	50,000	7/11/07
Gail Hodes	50,000	7/11/07
Houghton Dental Corp Profit Sharing Plan for benefit of Geraldine Houghton	100,000	7/11/07
William J. Ovca Jr. Trustee of the Ovca Associates Inc. Defined Pension Plan	75,000	7/11/07
KTaylorGO Investments LTD a Texas company	100,000	7/11/07
Robert M. Taylor & Lettie Ladelle Taylo	50,000	7/11/07
<b>Aug. 1, '07 Update</b>		
Evie Dean Trustee of the Evie Dean 2000 Trust dated 12/12/00	\$ 50,000	7/24/07
Evelyn Matonovich Trustee of the Matonovich Family Trust dated 5/16/73 (KWA31	50,000	7/24/07
Evelyn Matonovich Trustee of the Matonovich Marital Trust UAD 1/25/77	70,000	7/24/07
Yankee Holdings LLC an Arizona corporation	50,000	7/30/07
<b>Oct. 4 '07 Update</b>		
Gram 22 Jerome Block	\$ 50,000	8/21/2007
Gram 121 Gayle Hall	50,000	8/21/2007
Gram 180 Robert Levy and Renee Levy	50,000	9/20/2007
Gram 218 Douglas O'Herron	50,000	8/21/2007
Gram 224 Sierra Health Services	1,000,000	9/19/2007
Gram 140 Hobbs	55,000	10/3/2007
Gram 314 Walter	50,000	10/3/2007
Gram 302 Urban	50,000	10/3/2007
Gram 105 Susan Gackebach	200,000	10/3/2007
<b>May 13, '08 Update</b>		
Gram 45 Thomas Clarke	50,000	10/16/2007
Gram 74 Heidi Dixon	60,000	10/16/2007
Gram 106 David Gackebach	150,000	11/9/2007
Gram 113 Gladstone-Katz	100,000	11/9/2007
Gram 146 Hilary Huffman	50,000	1/3/2008
Gram 216 Olga O'Buch	50,000	1/3/2008
Gram 77 Glenn Donahue	50,000	2/19/2008
Gram 163 Evelyn Kitt	50,000	2/19/2008
Gram 76 Michael Donahue	50,000	3/17/2008
<b>Total:</b>	<b>\$ 6,200,000</b>	
<b>Total:</b>		



Case Name - Index	297-JSR	Document	24-2	Filed	07/21/2008	Page	Closing Date
<b>May 8, '07</b>							
AIG		\$		50,000		2/1/07	
Rothberg				50,000		3/26/07	
Surber				50,000		3/26/07	
Gackenbach				100,000		3/27/07	
Houston				100,000		3/27/07	
Jellison				50,000		3/27/07	
Jones				50,000		3/27/07	
Shier Chickering				50,000		3/27/07	
Barish/Simmex				50,000		3/27/07	
Woldorsky				50,000		3/27/07	
First Savings (Jellison)				60,000		3/29/07	
Halseth				100,000		4/9/07	
Helms, Terry				2,000,000		4/9/07	
Miller				50,000		4/9/07	
Raker				50,000		4/9/07	
Carsten				80,000		4/11/07	
PLB				65,000		4/11/07	
Schultz				50,000		4/11/07	
Brice				50,000		4/13/07	
Prakelt				50,000		4/17/07	
Kohler				75,000		4/19/07	
Lifton				50,000		4/19/07	
Trager				100,000		4/19/07	
Coffin				50,000		4/20/07	
Doerr				85,000		4/20/07	
Olds				50,000		4/20/07	
Spencer				60,000		4/20/07	
Threlfall				100,000		4/20/07	
Yonai				75,000		4/20/07	
Shackelford				50,000		4/20/07	
First Savings (Sharp)				50,000		4/23/07	
Area 2				50,000		5/1/07	
Collins				50,000		5/1/07	
Henningsen				50,000		5/1/07	
Gerwin				330,000		5/2/07	
Heinen				100,000		5/2/07	
Herrman				50,000		5/2/07	
Kiven				50,000		5/2/07	
Tysseling				100,000		5/2/07	
Cadwallader				50,000		5/4/07	
Elgart				50,000		5/4/07	
Oldham				50,000		5/4/07	
First Savings (Shelley)				75,000		5/4/07	
Graham				50,000		5/4/07	
Greenberg				50,000		5/4/07	
Halfter				50,000		5/4/07	
Stryks Shaw				50,000		5/4/07	
Virga				50,000		5/4/07	
Cohen				50,000		5/4/07	



Case 1:08-cv-05297-JSR Document 24-2 Filed 07/21/2008		50,000	5/4/07
Kebble			
Flood	Palm Harbor Purchase Report	50,000	5/21/2008
Keith		150,000	5/8/07
Hagberg		100,000	5/8/07
Campbell, Bob		70,000	5/8/07
Klevay		50,000	5/14/07
Rafferty		50,000	5/15/07
Kwiatkowski		50,000	5/16/07
<b>June 11, '07</b>			
Ferguson	\$	50,000	5/10/07
Stater Family LP		300,000	5/10/07
Dahlke		50,000	5/12/07
Voglis		50,000	5/17/07
Martineau		50,000	5/17/07
Routsis		50,000	5/17/07
Rieger		50,000	5/17/07
Haider		50,000	5/21/07
Willett		50,000	5/24/07
Geisser		50,000	6/5/07
<b>July 16, '07</b>			
Palm 167 Dehart	\$	100,000	6/14/07
Palm194 Mineconzo		50,000	7/2/07
Palm280 KTaylorGo		100,000	7/2/07
Palm169 Kreykes		50,000	7/2/07
Palm173 Lampert		60,000	7/2/07
Palm 110 Ghidossi		55,000	7/18/07
<b>Aug. 1, '07</b>			
Palm 2 Liberty Resource Management, Corp	\$	200,000	7/16/07
<b>Oct. 4, '07</b>			
Palm 1 Acosto	\$	50,000	8/1/2007
Palm 65 Davis Investments		300,000	9/17/2007
Palm 241 Romonoski		65,000	9/17/2007
Palm 308 Zenor		50,000	10/11/2008
Palm 224 Pidgeon		100,000	10/11/2008
Palm 36 Burlingame		70,000	10/11/2008
<b>May 13, '08</b>			
Palm 55 Iris Corley		50,000	1/28/2008
Palm 254 Ryan Shane and Tracy Benson- Shane		50,000	1/28/2008
Palm 54 Billy James Corley		50,000	2/19/2008
Palm 106 Thorton Garth		50,000	3/26/2008
Palm 249 Irwin Schneider		50,000	4/10/2008
<b>Total:</b>	<b>\$</b>	<b>8,025,000</b>	



## **Exhibit 2**



<i>Creditor:</i> (2861460) LARRY APIGIAN & LEONA APIGIAN HWJTWROS 172 WOODLAND RD GOLDENDALE WA 98620	<b>Claim No: 1962</b> <i>Filed:</i> 01/12/2007 <i>Entered:</i> 01/12/2007	<i>Status:</i> <i>Filed by:</i> CR <i>Entered by:</i> BMC GROUP, INC. <i>Modified:</i>
Unsecured claimed: \$178150.36 Secured claimed: \$178150.36 <b>Total claimed: \$356300.72</b>		
<i>History:</i> <u>1962-1</u> 01/12/2007 Claim #1962 filed by LARRY APIGIAN & LEONA APIGIAN HWJTWROS , total amount claimed: \$356300.72 (BMC GROUP, INC.)		
<i>Description:</i>		
<i>Remarks:</i> (1962-1) Original Proof of Claim received at BMC on 1/10/2007.		



## FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT		DISTRICT OF <u>Nevada</u>	PROOF OF CLAIM
Name of Debtor <u>USA Commercial Mortgage Company</u>		Case Number <u>06-10725-LBR</u>	
NOTICE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>LARRY APIBIAN &amp; LEONA APIBIAN, husband &amp; wife, as Joint Tenants with ROS</u>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: <u>172 WOODLAND RD</u> <u>GOLDENDALE WA 98620</u>		THIS SPACE IS FOR COURT USE ONLY	
Telephone number: <u>(509) 773-6901</u>			
Last four digits of account or other number by which creditor identifies debtor:		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. <b>Base for Claim</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>See Exhibit A</u>		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred: <u>Jan, 2004</u>		3. If court judgment, date obtained: _____	
4. <b>Classification of Claim.</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$ <u>178,150.36</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.			
Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority.  Amount entitled to priority \$ _____  Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).		Secured Claim <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).  Brief Description of Collateral: <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ <u>Unknown</u>  Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ <u>3,150.36</u>  <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
5. Total Amount of Claim at Time Case Filed:		<u>\$178,150.36</u> <u>178,150.36</u> <u>178,150.36</u> (unsecured)    (secured)    (priority)    (Total)	
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY	
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date <u>1/9/2007</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Larry Apibian</u> <u>Leona Apibian</u>		



Larry APRIKIAN + LEONA APRIKIAN, husband + wife  
as joint tenants with right of survivorship

**EXHIBIT A**

**To Proof Of Claim**

**A. Amount Of Claim**

- |    |  |                                |
|----|--|--------------------------------|
| 1. | Total Amount Invested With USA Commercial Mortgage:  | <u>216,666.67</u>              |
| 2. | Interest Due From March 1, 2006 through April 12, 2006:  | <u>3,150.36</u>                |
| 3. | Minus total amount of previously filed A-4 claims by Debtor for Diverted Principal: <sup>1</sup> | <u>[ 41,666.67 ]</u>           |
| 4. | <b>TOTAL CLAIM</b><br>(line 1 plus (+) line 2 minus (-) line 3):                                 | <u>178,150.36</u> <sup>2</sup> |

**B. Basis of Claim**

           This Proof of Claim is intended to cover claims for the following:

- a. breach of fiduciary duties that have resulted in the erosion of principal investments and the value of collateral based on triggering of default rate interest rates, late fees, foreclosure costs and fees, maintenance expenses, marketing expenses and market conditions;
- b. fraudulent misrepresentations related to the value of collateral, and the failure to disclose insider involvement in loans, which have resulted in the erosion of principal investments and the value of collateral;
- c. unpaid interest on investments;
- d. any prepetition claims against the Debtor related to, or arising out of, what has been labeled by this Court as Prepaid Interest; and
- e. improperly levied prepetition loan serving fees and collection fees (in some, but not all, cases).

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<sup>1</sup>This Proof of Claim is not intended to amend or replace previously filed Claims for Diverted Principal (the "Diverted Principal Claim"). This Proof of Claim sets forth additional claims unrelated to Diverted Principal. The total amount of this creditor's claim is equal to the total of the two Proofs of Claim (the Diverted Principal Claims filed by the Debtor, plus this Proof of Claim).

<sup>2</sup>Because it is presently impossible to accurately calculate the total value of all collateral for this claim, the total claim amount is being submitted as both a secured and unsecured claim in order to fully preserve, protect and assert any and all claims to the extent they be either secured or unsecured.



LARRY APIGIAN & LEONA APIGIAN, husband & wife,  
as Joint Tenants with right of survivorship  
**EXHIBIT B**

**To Proof Of Claim**

*Attached are Loan Statements in support of this claim.*



4484 S. Pecos Rd.  
Las Vegas NV 89121

[illegible]

**Larry Apigian**  
172 Woodland Road  
Goldendale, WA 98620

Page Count	1
Statement As Of	02/28/2006
Payment Method	Direct Deposit

Account Larry Apigian & Leona Apigian, husband & wife, as joint tenants with right of survivorship			
Total Investments	Total Principal	Total Interest Paid	Total Amount Paid
4	\$ 0.00	\$ 2,051.40	\$ 2,051.40

Investment Type	From Date	To Date	Beginning Balance	Ending Balance	Amount Paid
<b>Investment: Bundy Canyon</b>			<b>Original Investment: \$ 50,000.00</b>	<b>IR: 12.00%</b>	<b>YTD Interest: \$ 1,500.01</b>
Interest Payment	02/01/2006	02/28/2006	\$ 50,000.00	\$ 50,000.00	\$ 466.67
<b>Totals:</b>			<b>\$ 50,000.00</b>	<b>\$ 50,000.00</b>	<b>\$ 466.67</b>
<b>Investment: Freeway 101</b>			<b>Original Investment: \$ 50,000.00</b>	<b>IR: 12.00%</b>	<b>YTD Interest: \$ 1,250.01</b>
Interest Payment	02/01/2006	02/28/2006	\$ 41,666.67	\$ 41,666.67	\$ 388.89
<b>Totals:</b>			<b>\$ 41,666.67</b>	<b>\$ 41,666.67</b>	<b>\$ 388.89</b>
<b>Investment: Gramercy Court</b>			<b>Original Investment: \$ 50,000.00</b>	<b>IR: 12.00%</b>	<b>YTD Interest: \$ 1,500.01</b>
Interest Payment	02/01/2006	02/28/2006	\$ 50,000.00	\$ 50,000.00	\$ 466.67
<b>Totals:</b>			<b>\$ 50,000.00</b>	<b>\$ 50,000.00</b>	<b>\$ 466.67</b>
<b>Investment: Marlton Square</b>			<b>Original Investment: \$ 75,000.00</b>	<b>IR: 12.50%</b>	<b>YTD Interest: \$ 2,343.75</b>
Interest Payment	02/01/2006	02/28/2006	\$ 75,000.00	\$ 75,000.00	\$ 729.17
<b>Totals:</b>			<b>\$ 75,000.00</b>	<b>\$ 75,000.00</b>	<b>\$ 729.17</b>

Account: Larry Apelian & Debra Apelian, husband & wife, as joint tenants with right of survivorship		
Total Originally Invested	Total Remaining Invested	Total YTD Interest
\$ 225,000.00	\$ 216,666.67	\$ 6,593.78

**For a detailed breakdown of your statement or additional account information, please visit <http://www.tdinvestments.com>**



<b>Creditor:</b> (2860688) ALAN SIMON & CAROL SIMON TTEES OF THE SIMON FAMILY TRUST 2000 ALAN SIMON & CAROL SIMON TTEES 1800 WALDMAN AVE LAS VEGAS NV 89102-2437	<b>Claim No: 1909</b> <b>Filed:</b> 01/11/2007 <b>Entered:</b> 01/11/2007	<b>Status:</b> <b>Filed by:</b> CR <b>Entered by:</b> BMC GROUP, INC. <b>Modified:</b>
Unsecured claimed: \$101433.34 Secured claimed: \$101433.34 <b>Total claimed: \$202866.68</b>		
<b>History:</b> <input type="checkbox"/> 1909-1 01/11/2007 Claim #1909 filed by ALAN SIMON & CAROL SIMON TTEES OF THE , total amount claimed: \$202866.68 (BMC GROUP, INC.)		
<b>Description:</b>		
<b>Remarks:</b> (1909-1) Original Proof of Claim received at BMC on 1/10/2007.		



## FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT		DISTRICT OF <u>Nevada</u>		PROOF OF CLAIM
Name of Debtor <b>USA Commercial Mortgage Company</b>		Case Number <b>06-10725-LBR</b>		
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.				
Name of Creditor (The person or other entity to whom the debtor owes money or property) <b>Alan Simon &amp; Carol Simon Trustees of the Simon Family Trust 2000</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Name and address where notices should be sent <b>Alan Simon &amp; Carol Simon Trustees 1800 Waldman Ave Las Vegas NV 89102-2437 Telephone number 702-387-3331</b>				THIS SPACE IS FOR COURT USE ONLY
Last four digits of account or other number by which creditor identifies debtor		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____		
<b>1 Basis for Claim</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>see exhibit A</u>		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS # _____ Unpaid compensation for services performed from _____ (date) to _____ (date)		
<b>2 Date debt was incurred</b> <u>April, 2002</u>		<b>3. If court judgment, date obtained</b>		
<b>4 Classification of Claim</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.				
<input checked="" type="checkbox"/> <b>Unsecured Nonpriority Claim</b> \$ <u>101,433.34</u> <input type="checkbox"/> Check this box if a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		<input checked="" type="checkbox"/> <b>Secured Claim</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ <u>unknown</u> Amount of arrearage and other charges at time case filed included in secured claim if any \$ <u>1,433.34</u>		
<input type="checkbox"/> <b>Unsecured Priority Claim</b> <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)		<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal family or household use - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____) <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>		
<b>5 Total Amount of Claim at Time Case Filed</b>		\$ <u>101,433.34</u> <u>101,433.34</u> <u>101,433.34</u> (unsecured)    (secured)    (priority)    (Total)		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.				
<b>6 Credits</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.				THIS SPACE IS FOR COURT USE ONLY
<b>7 Supporting Documents</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.				
<b>8 Date-Stamped Copy</b> To receive an acknowledgment of the filing of your claim, enclose a stamped self-addressed envelope and copy of this proof of claim.				
Date <u>01/08/07</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). <u>Carol Simon Trustee</u> <u>Alan Simon Trustee</u>			



## **EXHIBIT A**

### **To Proof Of Claim**

#### **A. Amount Of Claim**

1 Total Amount Invested With USA Commercial Mortgage	\$ 101,164 97
2 Interest Due From March 1, 2006 through April 12, 2006	\$ 1,433 34
3 Minus total amount of previously filed A-4 claims by Debtor for Diverted Principal <sup>1</sup>	[\$ 1,164 97 ]
4 <b>TOTAL CLAIM</b> (line 1 plus (+) line 2 minus (-) line 3):	<b>\$ 101,433.34<sup>2</sup></b>

#### **B Basis of Claim**

This Proof of Claim is intended to cover claims for the following

- a breach of fiduciary duties that have resulted in the erosion of principal investments and the value of collateral based on triggering of default rate interest rates, late fees, foreclosure costs and fees, maintenance expenses, marketing expenses and market conditions,
- b fraudulent misrepresentations related to the value of collateral, and the failure to disclose insider involvement in loans, which have resulted in the erosion of principal investments and the value of collateral,
- c unpaid interest on investments,
- d any prepetition claims against the Debtor related to, or arising out of, what has been labeled by this Court as Prepaid Interest, and
- e improperly levied prepetition loan serving fees and collection fees (in some, but not all, cases)

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<sup>1</sup>This Proof of Claim is not intended to amend or replace previously filed Claims for Diverted Principal (the "Diverted Principal Claim") This Proof of Claim sets forth additional claims unrelated to Diverted Principal The total amount of this creditor's claim is equal to the total of the two Proofs of Claim (the Diverted Principal Claims filed by the Debtor plus this Proof of Claim)

<sup>2</sup>Because it is presently impossible to accurately calculate the total value of all collateral for this claim, the total claim amount is being submitted as both a secured and unsecured claim in order to fully preserve, protect and assert any and all claims to the extent they be either secured or unsecured



**EXHIBIT B**

**To Proof Of Claim**

*Attached are Loan Statements in support of this claim*



4484 S Pecos Rd  
Las Vegas NV 89121

### Statement Information

Page Count	1
Statement As Of	02/28/2006
Payment Method	Direct Deposit

Alan Simon  
1800 Waldman Ave  
Las Vegas, NV 89102

## Payment Summary

Account Alan Simon & Carol Simon Trustees of the Simon Family Trust 2000			
Total Investments	Total Principal	Total Interest Paid	Total Amount Paid
3	\$ 0 00	\$ 1,400 01	\$ 1,400 01

### Transaction Detail

Transaction Type	From Date	To Date	Beginning Balance	Ending Balance	Amount Paid
<b>Investment Bundy Canyon</b>			<b>Original Investment \$ 50,000 00</b>	<b>IR 12 00%</b>	<b>YTD Interest \$ 1,500 01</b>
Interest Payment	02/01/2006	02/28/2006	\$ 50 000 00	\$ 50 000 00	\$ 466 67
<b>Totals</b>			<b>\$ 50,000 00</b>	<b>\$ 50,000 00</b>	<b>\$ 466 67</b>
<b>Investment Gramercy Court</b>			<b>Original Investment \$ 50,000 00</b>	<b>IR 12 00%</b>	<b>YTD Interest \$ 1,500 01</b>
Interest Payment	02/01/2006	02/28/2006	\$ 50 000 00	\$ 50 000 00	\$ 466 67
<b>Totals</b>			<b>\$ 50,000 00</b>	<b>\$ 50,000 00</b>	<b>\$ 466 67</b>
<b>Investment Roam Development</b>			<b>Original Investment \$ 50,000 00</b>	<b>IR 12 00%</b>	<b>YTD Interest \$ 1,500 01</b>
Interest Payment	02/01/2006	02/28/2006	\$ 50 000 00	\$ 50 000 00	\$ 466 67
<b>Totals</b>			<b>\$ 50,000 00</b>	<b>\$ 50,000 00</b>	<b>\$ 466 67</b>

## Full Account Summary

Account Alan Simon & Carol Simon Trustees of the Simon Family Trust 2000		
Total Originally Invested	Total Remaining Invested	Total YTD Interest
\$ 150,000 00	\$ 150,000 00	\$ 4,500 03

**For a detailed breakdown of your statement or additional account information, please visit <http://www.tdinvestments.com>**

Rec 3/13/06